

RECORDATION NO. 27516 FILED

MAY 27 '08 -5 13 PM

SURFACE TRANSPORTATION BOARD



May 27, 2008

Ms. Anne K. Quinlan, Esq.
Surface Transportation Board
Office of Proceedings
395 E Street, SW
Washington, DC 20423-0001

Dear Ms. Quinlan:

Please find attached one (1) original of the Memorandum of Amendment No. 1 to Rider No. 1 to the Master Lease Agreement dated as of May 19, 2008 between the following parties:

Lessee: Consolidated Grain and Barge Co.
1127 East Service Road, HWY 190
Covington, LA 70433

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A for the equipment, (60) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No. 1 to Rider No. 1 to the Master Lease Agreement dated as of May 19, 2008 related to sixty (60) railcars bearing reporting marks: JTSX 79003 - 79244, sporadic.

Please file this agreement as a primary document. The filing fee in amount of \$35.00 can be charged to our account. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie Woodard
Documentation Coordinator

MAY 27 '08 -5 13 PM

MEMORANDUM OF
AMENDMENT NO. 1

TO

SURFACE TRANSPORTATION BOARD

RIDER NO. 1 TO THE MASTER LEASE AGREEMENT

This **MEMORANDUM OF AMENDMENT NO. 1 TO RIDER NO. 1 TO THE MASTER LEASE AGREEMENT** ("Memorandum of Lease") entered into this 19th day of May, 2008, is intended to evidence the Master Lease Agreement dated as of April 18, 2008 and subsequent Rider No. 1 to the Master Lease Agreement dated April 18, 2008, in addition to Amendment No. 1 to Rider No. 1 dated May 19, 2008, (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **CONSOLIDATED GRAIN AND BARGE CO.**, a Missouri corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301 Lessee has the right to use the sixty (60) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, pursuant to due corporate authority, have executed this Memorandum of Lease on the date indicated below their signatures.

THE DAVID J. JOSEPH COMPANYBy: 

Name: James H. Goetz

Title: Executive Vice President & CFO

Date: May 19, 2008

CONSOLIDATED GRAIN AND BARGE CO.By: Name: Kevin HallTitle: Rail Transportation ManagerDate: 5/22/08

STATE OF OHIO)
)
COUNTY OF HAMILTON)

SS:

The foregoing instrument was acknowledged before me this 19th day of May, 2008, by James H. Goetz, the Executive Vice President & CFO of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

Angela Denise Watts
Notary Public

My Commission has no expiration.

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

STATE OF Louisiana)
PARISH)
COUNTY OF St. Tammany)

SS:

The foregoing instrument was acknowledged before me this 22 day of May, 2008, by Kent Hall, the Rail Transportation Manager of Consolidated Grain and Barge Co., a Missouri corporation, on behalf of the corporation.

[Signature]
Notary Public

My Commission expires:

At Death

EXHIBIT A

To the Memorandum of Lease dated May 19, 2008, between The David J. Joseph Company and Consolidated Grain and Barge Co.

DESCRIPTION OF UNITS

Sixty (60) railcars bearing reporting marks:

JTSX079003
JTSX079023
JTSX079025
JTSX079026
JTSX079027
JTSX079029
JTSX079033
JTSX079035
JTSX079036
JTSX079039
JTSX079048
JTSX079059
JTSX079070
JTSX079073
JTSX079078
JTSX079079
JTSX079089
JTSX079092
JTSX079094
JTSX079096
JTSX079098
JTSX079104
JTSX079106

JTSX079113
JTSX079121
JTSX079123
JTSX079124
JTSX079128
JTSX079129
JTSX079132
JTSX079135
JTSX079139
JTSX079142
JTSX079145
JTSX079147
JTSX079149
JTSX079150
JTSX079160
JTSX079166
JTSX079168
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JTSX079193
JTSX079197
JTSX079198
JTSX079212